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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

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Case No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**NOTICE OF FIFTH AMENDMENT TO
AMENDED AND RESTATED
SUBROGATION RESTRUCTURING
SUPPORT AGREEMENT**

[Relates to Dkt. No. 3992]

Date: December 4, 2019
Time: 10:00 a.m. (Pacific Time)
Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

1 **PLEASE TAKE NOTICE** that, on September 24, 2019, PG&E Corporation and Pacific Gas
2 and Electric Company, as debtors and debtors in possession (collectively, the “**Debtors**”) in the above-
3 captioned chapter 11 cases, filed the *Debtors’ Motion Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and*
4 *Fed. R. Bankr. P. 6004 and 9019 for Entry of an Order (i) Authorizing the Debtors to Enter into*
5 *Restructuring Support Agreement with the Consenting Subrogation Claimholders, (ii) Approving the*
6 *Terms of Settlement with Such Consenting Subrogation Claimholders, including the Allowed*
7 *Subrogation Claim Amount, and (iii) Granting Related Relief* [Docket No. 3992] (the “**Subrogation RSA**
8 **Motion**”). A copy of that certain Restructuring Support Agreement, dated as of September 22, 2019,
9 among the Debtors and the Consenting Creditors parties thereto was attached as Exhibit A to the
10 Subrogation RSA Motion.

11 **PLEASE TAKE FURTHER NOTICE** that, on November 1, 2019, the Debtors and Requisite
12 Consenting Creditors entered into that certain Amended and Restated Restructuring Support Agreement
13 (the “**Amended and Restated Subrogation RSA**”) a copy of which was filed with the Court as an
14 exhibit to that certain *Notice of Filing of Amended and Restated Restructuring Support Agreement* [Dkt.
15 No. 4554].¹

16 **PLEASE TAKE FURTHER NOTICE** that, on November 13, 2019, pursuant to Section 9 of
17 the Amended and Restated Subrogation RSA, the Debtors and the Requisite Consenting Creditors agreed
18 to an amendment of the Amended and Restated Subrogation RSA extending the deadline to obtain
19 Bankruptcy Court approval of the Amended and Restated Subrogation RSA from November 14, 2019,
20 to November 24, 2019 (the “**First Amendment**”). Notice of the First Amendment was filed with the
21 Court on November 13, 2019 [Dkt. No. 4711].

22 **PLEASE TAKE FURTHER NOTICE** that, on November 18, 2019, pursuant to Section 9 of
23 the Amended and Restated Subrogation RSA, the Debtors and the Requisite Consenting Creditors agreed
24 to a second amendment to the Amended and Restated Subrogation RSA further extending the deadline
25 to obtain Bankruptcy Court approval of the Amended and Restated Subrogation RSA from November
26 24, 2019, to December 6, 2019 (the “**Second Amendment**”). Notice of the Second Amendment was
27 filed with the Court on November 19, 2019 [Dkt. No. 4806].

28 **PLEASE TAKE FURTHER NOTICE** that, on December 6, 2019, pursuant to Section 9 of the
Amended and Restated Subrogation RSA, the Debtors and the Requisite Consenting Creditors agreed to
a third amendment to the Amended and Restated Subrogation RSA further extending the deadline to
obtain Bankruptcy Court approval of the Amended and Restated Subrogation RSA from December 6,
2019, to December 11, 2019 (the “**Third Amendment**”). Notice of the Third Amendment was filed
with the Court on December 6, 2019 [Dkt. No. 5011].

PLEASE TAKE FURTHER NOTICE that, on December 10, 2019, pursuant to Section 9 of
the Amended and Restated Subrogation RSA, the Debtors and the Requisite Consenting Creditors agreed
to a fourth amendment to the Amended and Restated Subrogation RSA further extending the deadline to
obtain Bankruptcy Court approval of the Amended and Restated Subrogation RSA from December 11,
2019, to 12:00 p.m. (Pacific Time) on December 16, 2019 (the “**Fourth Amendment**”). Notice of the
Fourth Amendment was filed with the Court on December 10, 2019 [Dkt. No. 5063].

¹ Capitalized terms used but not otherwise herein defined have the meanings ascribed to such terms in
the Amended and Restated Subrogation RSA.

PLEASE TAKE FURTHER NOTICE that, on December 16, 2019, pursuant to Section 9 of the Amended and Restated Subrogation RSA, the Debtors and the Requisite Consenting Creditors agreed to a fifth amendment to the Amended and Restated Subrogation RSA further extending the deadline to obtain Bankruptcy Court approval of the Amended and Restated Subrogation RSA from 12:00 p.m. (Pacific Time) on December 16, 2019, to 12:00 p.m. (Pacific Time) on December 18, 2019.

PLEASE TAKE FURTHER NOTICE that copies of the Subrogation RSA Motion and the Amended and Restated Subrogation RSA can be viewed and/or obtained: (i) by accessing the Bankruptcy Court's website at <http://www.canb.uscourts.gov>, (ii) by contacting the Office of the Clerk of the Court at 450 Golden Gate Avenue, San Francisco, CA 94102, or (iii) from the Debtors' notice and claims agent, Prime Clerk LLC, at <https://restructuring.primeclerk.com/pge> or by calling (844) 339-4217 (toll free) for U.S.-based parties; or +1 (929) 333-8977 for International parties or by e-mail at: pgeinfo@primeclerk.com. Note that a PACER password is needed to access documents on the Bankruptcy Court's website.

Dated: December 16, 2019

**WEIL, GOTSHAL & MANGES LLP
CRAVATH, SWAINE & MOORE LLP
KELLER & BENVENUTTI LLP**

/s/ Jane Kim

Jane Kim

Attorneys for Debtors and Debtors in Possession